



Wisconsin Office of the
COMMISSIONER OF INSURANCE
FINANCIAL REGULATION

Tony Evers, Governor of Wisconsin
Nathan Houdek, Commissioner of Insurance

June 6, 2025

Renae Casper
Executive Assistant
Group Health Cooperative of Eau Claire 2503 N.
Hillcrest Parkway
Altoona, WI 54720

Re: Amended Bylaws - Group Health Cooperative of Eau Claire

Dear Ms. Casper:

This letter is in response to your letter dated June 4, 2025, which notified our office about the changes in bylaws of Group Health Cooperative of Eau Claire. This notice was provided pursuant to s. 185.07 Wis. Stat.

This office acknowledges receipt of your letter. Attached are copies of the Amended Bylaws stamped as "Filed" for your corporate records.

Please don't hesitate to call me at (608) 264-6236 if you have any questions. Sincerely,

A handwritten signature in dark ink that reads "Karl Albert". The signature is written in a cursive, flowing style.

Karl Albert
Insurance Financial Examiner - Chief Division of
Financial Regulation



BY-LAWS

Group Health Cooperative of Eau Claire
2503 N. Hillcrest Parkway
Altoona, WI 54720
As Amended: February 26, 2025

ARTICLE I. PURPOSES AND POWERS

Section 1. The purpose of this corporation shall be to provide: (a) a means for subscribers to secure for themselves, their families, and their dependents comprehensive prepaid preventive as well as curative health care; (b) a means to emphasize disease prevention and early care; (c) incentives for holding down costs and for increasing the productivity of resources; (d) a means to improve both the quality of care and its geographic distribution.

Section 2. The powers of this corporation shall be: (a) to contract on behalf of its members with doctors of medicine and of dentistry for the rendering of medical and dental services to subscribers, their families and dependents, and to provide by contract for compensation to such doctors of medicine and dentistry for such services on whatever basis may be mutually agreeable; provided that in any event the corporation shall not intervene in any manner in the professional relationship between the doctors of medicine and dentistry and their respective patients and shall have the power to make only such contracts as relate to the economic aspect of the medical and dental care secured and provided pursuant to such contract; (b) to contract on behalf of its members with medical technicians, nurses, ancillary medical personnel, pharmacists, and other rendering allied or related services in order to provide comprehensive medical services for its subscribers and their families and dependents insofar as possible and practical; (c) to contract on behalf of its members with hospitals, nursing homes, and other similar institutions for the health care and services related to health care of its subscribers; (d) to purchase, lease, or otherwise acquire; to own, maintain, and manage; and to sell, exchange or otherwise dispose of real and personal property of all kinds, including but not limited to equipment and facilities for the rendering of medical, dental, hospital, nursing home, and allied services; (e) to have and exercise such other powers and do and engage in such other acts and activities not expressly prohibited by the Articles of Incorporation or the By-laws of this corporation or the applicable laws of the State of Wisconsin as may be necessary, proper, or expedient to achieve its purposes and exercise the other powers herein expressly specified, provided however, that the corporation shall in no event provide or pay cash indemnities to its members.

ARTICLE II. NONPROFIT STRUCTURE

This corporation is formed on a membership basis without capital stock. All of its income shall be devoted to the furtherance of its purpose on a nonprofit basis. This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members, officers, or Directors except for a \$50 fee per monthly board meeting attended which will be paid out at the end of the election year only to Directors who have attended 75 percent of all board meetings and committee meetings to which the Director was assigned. If the President excuses a Director from a meeting, that meeting shall not be counted in the attendance

requirement. Directors shall receive a \$50 per diem expense payment, paid annually, for board and committee meetings attended. No member of this corporation shall be personally liable for any corporate obligation. (*Amended April 27, 2022*)

ARTICLE III. SUBSCRIBERS OF HEALTH CARE

Section 1. Group Subscribers. Individuals covered by a subscriber contract made available on a group basis will be able to enroll for pre-paid health care benefits by paying or having paid on their behalf regular dues in a manner consistent with State and Federal legislation; and all such subscribers shall be considered voting members of the corporation. (*Amended April 28, 2004*)

Section 2. Individual Subscriber. Individuals not applying on a group basis may apply as an individual subscriber for pre-paid health care benefits. Individuals will be accepted after completing a health statement for themselves and their families providing they meet eligibility standards as established by the health care staff. Upon acceptance of the application and the initiation of the subscriber contract, the subscriber shall be considered a voting member of the corporation. (*Amended April 28, 2004*)

Section 3. Special Subscribers. Individuals not applying on a group basis or as individual subscribers but receiving services from the corporation through specific programs will be considered Special Subscribers.

Special Subscribers shall include:

- A. Persons covered under a group administrative services only contract;
- B. Persons covered through government assistance programs including the Wisconsin Medical Assistance Program and similar programs;
- C. Persons covered under limited benefits programs. Persons covered under these programs shall be required to complete appropriate health statements for themselves and covered family members.

Upon acceptance of the subscriber contract, the subscriber shall be considered a non-voting member of the corporation. (*Amended April 28, 2004*)

Section 4. Premiums. The Board of Directors shall have the power to determine the amount of premiums and fees payable for health care benefits and related services as deemed appropriate.

Section 5. Basis of Termination. Subscribers may be terminated after thirty-one (31) days for nonpayment of premiums; subscribers may be terminated immediately for fraud or misrepresentation of pertinent facts which would have been cause for rejection of application when made; subscribers may be terminated immediately for conduct detrimental to the interests of the corporation when determined by unanimous decision of the Executive Committee or by two-thirds vote of the Board of Directors. A subscriber who has been terminated for conduct detrimental to the interests of the corporation, upon being notified in writing of the termination may petition the Board within 30 days of the notice to terminate for a review of the termination. The full Board shall conduct a fair and impartial hearing and its decision shall be final and binding.

ARTICLE IV. MEMBERSHIP

Section 1. All persons, 18 years of age and older, covered by a current subscriber contract shall be considered voting members of the corporation, if they agree to abide by the Articles, By-laws, and rules of the corporation. The requirement to be covered by a current subscriber contract is waived for all persons designated as members on or before April 26, 1980. There shall be no discrimination among applicants because of race, creed, color, sex, national origin, or any other reasons unrelated to the purpose of the corporation.

Section 2. Personal Liability. There shall be no personal liability of members for debts of the corporation.

Section 3. The Board of Directors may add a class of member that is a nonprofit entity that would have governing authority of the Cooperative. *(Amended February 26, 2025)*

ARTICLE V. MEETINGS OF MEMBERS

Section 1. Regular Annual Meetings of the members of this corporation shall be held in the first half of each fiscal year at such time and place as the Board of Directors may determine.

Section 2. Special meetings of the members may be called at any time upon a two-thirds vote of the Board of Directors.

Section 3. Notice of each Annual or special meeting shall be given by the president in writing, delivered or mailed, not less than ten (10) nor more than thirty (30) days before the meeting, excluding the day of the meeting.

Section 4. A quorum at each meeting shall consist of 25 members. Only members in good standing, present in person shall be counted in determining a quorum.

Section 5. Members may be engaged with email, video and telephonic for meetings to conduct required Cooperative business including voting. *(Amended February 26, 2025)*

ARTICLE VI. VOTING

Section 1. Every voting member shall be entitled to one vote. All ballots returned in accordance to the established time guidelines will be counted.

Section 2. The President, with the advice and consent of the Board, shall appoint a committee on nominations, composed of three (3) Directors at least four (4) months prior to any election at which time any Directors terms expire. At least ten (10) but not more than thirty - (30) days before said election, such Nominating Committee shall make known to the members its nominations. Nominees must be members of this corporation. *(Amended April 24, 2002)*

Any person eligible but not nominated by the Nominating Committee may be nominated for Director upon the written petition of one percent (1%) of the eligible voting membership. However, not more than twenty-five percent (25%) of the petitioners can be

members of any one contract group. Such written petition must be presented to the Secretary of the board at least sixty (60) days before the date of the election.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. The business and affairs of this corporation shall be under the management and control of a Board of Directors which shall have an exercise of all of the powers that may be exercised by this corporation pursuant to the Articles of Incorporation, the By-laws, and the applicable laws of the State of Wisconsin.

Section 2. The Directors shall not be less than five (5) or more than nine (9) in number. All of the Directors shall be members and elected by members in the manner prescribed in the By-laws. The number of health care providers, or their employees, may not exceed two (2). (*Amended February 26, 2025*)

Section 3. The Board of Directors shall meet at least four (4) times each year. Notice of each meeting of the Board of Directors or its Executive Committee shall be mailed to each Director prior to the scheduled meeting date. Any action that could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing, signed by all of the Directors, or if the matter is within the province of the Executive Committee, may be taken in the same manner.

Section 4. A quorum for the meeting of the Board of Directors or its Executive Committee shall be a majority. Any election or question may be determined by a majority of the Directors or committee members present, provided there is a quorum.

Section 5. The Executive Committee shall consist of the officers and such additional Directors as the Board may determine. The Executive Committee shall have the authority to act on any matter requiring attention between meetings of the Board of Directors.

Section 6. The Fiscal Committee shall consist of at least three Directors. The Committee operates as a liaison between the Board of Directors and the General Manager of the corporation. The Committee shall meet three times a year. (*Amended April 27, 2022*)

Section 7. Any Director who fails to attend two (2) successive meetings of the Board without an explanation acceptable to the Board may be disqualified and removed. Any Board member who loses status as a Group Health cooperative member must resign.

Section 8. Directors shall be elected in the manner and for terms as follows:

- A. Directors shall hold offices for three years.
- B. No Director may be elected to serve more than three (3) consecutive 3-year terms.
(*Amended April 24, 2002*)
- C. Individuals employed by or working for Group Health Cooperative, including employees of the Manager, are not eligible for Board membership.

(Amended April 26, 2000)

- D. Vacancies occurring between the Annual Meetings may be filled from the Group Health Cooperative membership by the President with the advice and consent of the Board of Directors. The General Manager may provide a list of eligible members by contract group for review by the President and Board of Directors. The term of the appointment shall be the completion of the term of the Director being replaced.
(Amended April 27, 2022)
- E. Election of Directors shall be held within six (6) months following the close of the fiscal year at a time and date to be determined by the Board of Directors. *(Amended April 26, 2000)*

ARTICLE VIII. OFFICERS

Section 1. The officers to be elected by and from the members of the Board shall consist of the President, First and Second Vice President, Chairperson of the Board, Secretary of the Board, and Treasurer of the Board. The offices of the President and Chairperson may be combined at the discretion of the Board of Directors. The officers shall be elected by and from the members of the Board at the first Board of Directors meeting following each annual election until successors are elected. In the case of resignation of an incumbent officer of the Board, a special election will be held at the earliest convenience of the Board within two (2) Board Meetings following such resignation. The Board may appoint a Secretary-Treasurer, not a Director, who shall be the official Secretary-Treasurer of the corporation and its General Manager.

Section 2. The Chairperson of the Board shall preside at all meetings of the members and of the Board and the Executive Committee.

Section 3. The President, with the advice and consent of the Board of Directors, shall appoint all committees and sign all contracts and documents as required and have such other powers and perform such other duties as the Board may determine.

Section 4. The First and Second Vice President shall in turn perform the duties and powers of the President in the absence or disability of the President.

Section 5. The Secretary of the Board shall keep all minutes of the meetings of the members and Board of Directors and its Executive Committee.

Section 6. The Treasurer of the Board shall perform duties as prescribed by the Board of Directors.

Section 7. The Secretary-Treasurer shall be the General Manager of the corporation, shall keep all books, records, and instruments belonging to the corporation, sign all contracts, instruments and documents as may be required, and affix the corporate seal, safely keep all money, property and other things of value belonging to this corporation, and systematically keep financial records and make reports of the financial standing of the corporation to the Board of Directors, the Executive Committee, and meetings of the members as may be required.

Section 8. The Board of Directors shall require and fix the amount of bond required of the Secretary-Treasurer and pay the necessary premium therefore.

ARTICLE IX. GENERAL MANAGER

Section 1. The Board of Directors shall have the power to employ and dismiss the General Manager of the corporation, who shall have general charge of the ordinary and usual business operations of the corporation, under and subject to the direction and approval and control of the Directors.

Section 2. The Manager shall be required to maintain the records and accounts in such manner that the true and correct condition of the corporation may be ascertained there at any time. The Manager shall render annual and periodic statements in the form and manner prescribed by the Directors. The Manager shall carefully preserve all books, documents, correspondence and records of whatever kind pertaining to the corporation.

Section 3. The Manager shall employ and discharge employees not specifically employed by the Directors, subject to direction, approval and control of the Directors.

Section 4. The Manager shall handle and account for all monies belonging to the corporation in the manner and form prescribed by the Directors.

ARTICLE X. FISCAL YEAR

The fiscal year of this association shall begin on the first day of January of each year.

ARTICLE XI. DURATION

The duration of the corporation shall be perpetual.

ARTICLE XII. DISSOLUTION

In the event of the dissolution of this corporation or the winding up of its affairs, the corporation's property shall not be conveyed or distributed to any individual or any organization created or operated for profit, but shall be conveyed or distributed only to an organization or organizations created for nonprofit purposes similar to those of this corporation and exempt from taxation under provisions of the United States Internal Revenue Code and exempt from taxation under appropriate section of Wisconsin law.

ARTICLE XIII. AMENDMENTS

Section 1. These By-laws may be amended by a majority vote of the members voting with a mail ballot. An explanation of the section or sections to be amended must be sent to all voting members eligible to vote at least ten (10) but not more than thirty (30) days before the mailed vote occurs.

Section 2. Any By-Law amendments proposed shall first be submitted to the Board of Directors ninety (90) days before balloting can occur. The Board of Directors shall report its recommendation to the membership with the explanation notice required in Section 1.



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Altoona WI 54720

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BOARD OF DIRECTORS COMMITTEES 2025

Executive Committee

Tyler Fadness – President
Matt Thompson – 1st VP
Kenneth Anibas – 2nd VP
Jeff Bowe – Treasurer

Fiscal Committee

Ken Anibas
Steve Melby
Tyler Fadness